

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
SUNPOWER CORPORATION, <i>et al.</i> , <sup>1</sup>	)	Case No. 24-11649 (CTG)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	<b>Re: D.I. 784</b>

**STATEMENT IN SUPPORT AND RESERVATION OF RIGHTS OF PREPETITION  
FIRST LIEN AGENT TO CONFIRMATION OF THE AMENDED JOINT CHAPTER 11  
PLAN OF SUNPOWER CORPORATION AND ITS DEBTOR AFFILIATES**

The Prepetition First Lien Agent, by and through its undersigned attorneys, hereby submits this statement in support and reservation of rights (the “Reservation of Rights”) with respect to confirmation of the Debtors’ *Amended Joint Chapter 11 Plan of SunPower Corporation and its Debtor Affiliates* [Docket No. 784] (the “Plan”),<sup>2</sup> and respectfully states as follows:

## **RESERVATION OF RIGHTS**

1. The Prepetition First Lien Agent has long supported the Debtors and their businesses, both prior to and throughout these Chapter 11 Cases. During these Chapter 11 Cases, the Prepetition First Lien Lenders consented to the Debtors' use of their Cash Collateral (as defined in the Cash Collateral Order) in accordance with, and subject to the terms of, the Cash Collateral Order. Indeed, the Prepetition First Lien Agent remains committed to working alongside the Debtors and other willing parties in interest to see the Debtors through to emergence as

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: SunPower Corporation (8969); SunPower Corporation, Systems (8962); SunPower Capital, LLC (8450); SunPower Capital Services, LLC (9910); SunPower HoldCo, LLC (0454); SunPower North America, LLC (0194); Blue Raven Solar, LLC (3692); Blue Raven Solar Holdings, LLC (4577); BRS Field Ops, LLC (2370); and Falcon Acquisition HoldCo, Inc. (3335). The location of the Debtors' service address for purposes of these chapter 11 cases is: 880 Harbour Way South, Suite 600, Richmond, CA 94804.

<sup>2</sup> Capitalized terms used but not immediately defined herein shall have the meanings set forth in the Plan.

expeditiously as possible despite holding significantly impaired claims.

2. In the weeks since the Bankruptcy Court's entering of the Disclosure Statement Order, the Prepetition First Lien Agent has devoted significant amounts of time and resources engaging with the Debtors and the Committee to come to terms on a global settlement, which terms were incorporated into the Plan. The Prepetition First Lien Agent and the Prepetition First Lien Lenders are supportive of this settlement and believe the Plan reflects these terms appropriately.

3. However, the Prepetition First Lien Agent's and the Prepetition Lenders' support for the Plan, including their votes in favor thereof, is conditioned on the Plan remaining in its current form, including as to the Prepetition First Lien Agent's consent rights and the conditions precedent to confirmation. The Prepetition First Lien Agent therefore files this Reservation of Rights solely to the extent that the Plan or Confirmation Order is modified in any manner that is not acceptable to the Prepetition First Lien Agent.

*[Remainder of page intentionally left blank.]*

Dated: October 17, 2024  
Wilmington, Delaware

*/s/ Robert J. Dehney, Sr.*

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**MORRIS, NICHOLS, ARSHT & TUNNELL  
LLP**

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